FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

RECEIVED APR 3 0 2007

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

hours per resp SEC USE ONLY Prefix Scrial DATE RECEIVED

FORM LIMITED OFFERING EXEMPTION 210 Name of Offering (check if an amendment and name has changed, and indicate change.) Series D-1 Preferred Stock and the Common Stock issuable upon conversion thereof ☑ ULOE Filing Under (Check box(es) that apply): Rule 504 Section 4(6) Rule 505 □ Rule 506 Type of Filing: New Filing ☐ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer. Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Ali Wing, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code 212-334-5921 636 Broadway, 3rd Floor, New York, New York 10012 Address of Principal Business Operations Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) (if different from Executive Offices) 120 Wooster Street, NY, NY 10012 & 1033 Lexington Ave., NY, NY 10021 212-334-5817 PROCESSEL Brief Description of Business

Retail	and	Online	Sales

Type of Business Organization

corporation business trust

limited partnership, already formed ☐ limited partnership, to be formed

Year

0 3

other (please specify):

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

Month

0 4

D E

☐ Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File. U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

A. BASIC IDENTIFICATION DATA											
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 											
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, Wing, Allison M.	if individual)										
Business or Residence Addr	ess (Number and S	treet City State Zin Code)			· · · · · · · · · · · · · · · · · · ·						
c/o Ali Wing, Inc., 636 Bro	•										
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner						
Full Name (Last name first,	if individual)										
Bronson, John		City Charles 21 C 1 1									
Business or Residence Addr	•										
Charle Boures) that Apple					П с						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first,	if individual)										
Diamond, Lawrence J.											
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)									
c/o Ali Wing, Inc., 636 Bro	adway, 3rd Floor,	New York, New York 100	12								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner						
Full Name (Last name first,	if individual)										
Agopian, Chahe											
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)									
c/o Ali Wing, Inc., 636 Bro	adway, 3rd Floor,	New York, New York 100	12								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner						
Full Name (Last name first,	if individual)										
Durham, Mikel	Al	City Chata Zin Ca ta									
Business or Residence Addr	•										
c/o Ali Wing, Inc., 636 Bro					O 0 1 1 .						
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first,	if individual)										
Daytona Capital, LLC	01.1.1.2										
Business or Residence Addr	=	• • •									
c/o Ali Wing, Inc., 636 Bro											
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first,	if individual)										
Enrico Investments, LLC	·	·									
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)									
c/o Ali Wing, Inc., 636 Bro	adway, 3rd Floor,	New York, New York 100	12								

		-	A. BASIC IDENTIFIC	CATION DATA	·
2. Enter the information requ	ested for the follow	ving:			
 Each beneficial owner 	having the power to and director of corpo	s been organized within the pas vote or dispose, or direct the vo trate issuers and of corporate g ership issuers.	ote or disposition of, 10% or n		•
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if Enrico, Aaron	individual)				
Business or Residence Addres	ss (Number and Str	eet, City, State, Zip Code)			
c/o Ali Wing, Inc., 636 Brose	dway, 3rd Floor, N	New York, New York 1001	12		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	ss (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	<u> </u>			
Business or Residence Addres	ss (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	ss (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	,	,		
Business or Residence Addres	ss (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)			·	
Business or Residence Addres	ss (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)			

					B. II	NFORMAT	TION ABO	UT OFFE	RING				
1.	. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												No ⊠
2.	2. What is the minimum investment that will be accepted from any individual?												N/A No
3.	Does th	e offering	permit joint	ownership	of a single	unit?	• • • • • • • • • • • • • • • • • • • •		•••••	•••••	•••••	Yes	×
 Does the offering permit joint ownership of a single unit?													
Full	Name (I	Last name i	first, if indiv	ridual)									
Busi	ness or	Residence .	Address (Nu	ımber and S	Street, City	, State, Zip	Code)	 		· · ·			
Nam	e of Ass	sociated Br	oker or Dea	Jer	'''' - \ \ \ \ \ 				0.4.1.4.4.4.4.4			_	
State	s in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers						
(C	heck "A	All States"	or check ind	lividuals St	ates)							🔲 A	Il States
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (I	Last name	first, if indiv	/idual)									
Busi	ness or	Residence .	Address (Nu	umber and S	Street, City	, State, Zip	Code)				<u> </u>		<u></u> ,
Nam	e of Ass	sociated Br	oker or Dea	ler									
State	s in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers			·			
(0	heck "A	All States"	or check ind	lividuals St	ates)					•••••	••••••	🗀 A	Il States
(AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	(HI)	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (1	Last name i	first, if indiv	ridual)					•				
Busi	ness or	Residence A	Address (Nu	ımber and S	Street, City	, State, Zip	Code)						
Nam	e of Ass	sociated Br	oker or Dea	ler									
State	s in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers						· · · · · · · · · · · · · · · · · · ·
(C	heck "A	All States"	or check ind	lividuals St	ates)	••••••		***************************************	••••••	•••••••••••	••••••	🔲 A	II States
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1	RII	(SC)	[SD]	[TN]	ITXI	fUTT	IVTI	[VA]	[WA]	rwyi	rwn	(WY)	(PR)

L	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO	CEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	An	nount Already Sold
	Debt	\$0.00	\$	0.00
	Equity	\$ 5,000,000.00	\$	5,000,000.00
	☐ Common ☐ Preferred		-	
	Convertible Securities (including warrants)	\$ 0.00	s	0.00
	Partnership Interests.	\$ 0.00	_	
	Other (Specify)	\$ 0.00	_	0.00
	Total	\$ 5,000,000.00	-	
	Answer also in Appendix, Column 3, if filing under ULOE.	3,000,000.00	J –	3,000,000.00
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		ollar Amount of Purchase
	Accredited Investors	1	\$ _	5,000,000.00
	Non-accredited Investors	0	\$_	0.00
	Total (for filings under Rule 504 only)	0	\$_	0.00
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	f	_	
	Type of Offering	Type of Security	De	ollar Amount Sold
	Rule 505	Security	S	0.00
	Regulation A		<u></u>	0.00
	Rule 504		\$	0.00
	Total		\$	0.00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish ar estimate and check the box to the left of the estimate.	,	-	
	Transfer Agent's Fees		\$_	0.00
	Printing and Engraving Costs		\$ _	0.00
	Legal Fees	⊠	\$ _	22,000.00
	Accounting Fees		\$ _	0.00
	Engineering Fees		\$_	0.00
	Sales Commissions (specify finders' fees separately)		\$_	0.00
	Other Expenses (identify)		\$	0.00
	Total	⊠	\$	22.000.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS								
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$_	4,978,000.00				
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.								
			Payments to Officers, Directors, & Affiliates		Payments to Others				
	Salaries and fees		\$0.00		\$0.00				
	Furchase of real estate		\$		\$0.00				
	Purchase, rental or leasing and installation of machinery and equipment		\$\$		\$0.00				
	Construction or leasing of plant buildings and facilities		\$0.00		\$0.00				
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$0.00		\$0.00				
	Repayment of indebtedness		\$ 0.00		\$0.00				
	Working capital		\$0.00	\boxtimes	\$ 4,978,000.00				
	Other (specify):		\$		\$0.00				
Col			\$0.00	\boxtimes	\$ 4,978,000.00				
	Total Payments Listed (column totals added)		⊠ \$	4,9	78,000,00				

D.	FED	FR	AT.	SIGN	A	TI	IRE.

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature / //	Date
Ali Wing, Inc.	Willian Attalian	4/18/07
Name of Signer (Print or Type)	Title or Signer (Print or Type)	
William A. Holmes	Secretary	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18. U.S.C. 1001.)

END

A	BASIC IDENT	TFICA	TION DATA		
2. Enter the information requested for the following	•	***			
 Each promoter of the issuer, if the issu 					
 Each beneficial owner having the power of equity securities of the issuer; 	•		·		
 Each executive officer and director of of partnership issuers; and 	corporate issuer	s and	of corporate general and	l managing par	tners of
 Each general and managing partner of 		uers.			
Check Box(es) that Apply: [] Promoter []	Beneficial Owner	[]	Executive Officer []	Director []	General and/or Managing Partner
Please see attached Exhibit A				in Autob	· · · · · · · · · · · · · · · · · · ·
Full Name (Last name first, if individual)					
Business or Residence Address (Number and St	reet, City, State	, ZIP (Code)		
Cneck Box(es) tnat Apply: [] Promoter [] "	Beneficial Owner	77"	Executive Onicer[7]"	Director []	General and/or
	Owile				Managing Partner
Füll Name (Cast Hame first, ir Ingividual)	and the second s	·=	The same to same to the same same to the same same same same same same same sam		
Business of Residence Address (Number and St	reet, City, State	Zip'C	760ê)		
Uneck Box(es) that Apply: Promotel	Benericiai	T 1	Executive Unicer []	Director 1	General and/or
., ., ., .,	Owner	• •			Managing Partner
Full Name (Last name first, ir individual)				A CONTRACT OF THE PARTY OF THE	
Business or Residence Address (NUmber and St	reet, City, State	, Zip C	ode)		The second secon
Check Box(es) that Apply: Promoter	Benericial		Executive Onicer []	Director ()	General and/or
, , , , , , , , , , , , , , , , , , ,	Owner	• •			Managing Partner
Fuil Name (Cast Hame Hrst, Ir Individual)	Contract of the contract of the	20		and the second s	The service of the se
Business or Residence Address (Number and St	reet, City, State	, ZIP (ode)		· The second
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	Owner	• •			Managing Partner
Full Name (Last name first, if individual)	TO THE REAL PROPERTY.		Diling opposite the state of th	and a see as well as a second	er (land) yn afgan fyn gafn y flwy artha affir a fernyn a
Business or Residence Address (Number and St	reet, City, State	, Zıp C	ode)	y gyf (f. 1860) felen þá y mannsyridink y lei	
Cneck Box(es) that Apply: [] Promoter []	вепепска:	17	Executive Onicer []	Director []	General and/or
	Owner				Managing Partner
Fuir Name (Last name filst, if individual)	The second secon		The second section of the second second section of the section of the second section of the section of the second section of the section of t		
business or Residence Address (Number and St	reet, City, State	, ZIP C	ode)	S militaria (1925-1920) (Americana y Seminara Alba 224	<u></u>
Uneck Box(es) that Apply: [] Promoter []	Beneficial	17	Executive Unicer []	Director []	General and/or
	Owner			-	Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code)

Full Name (Last name first, if individual)

				В	. INFORM	ATION A	BOUT OF	FERING			32.3	
	the issue	-		Answer	also in Ar	pendix, C	olumn 2, i	if filing und	er ULOE		Yes [✓] \$ N/A	NO []
	s the offer										Yes [√]	No []
ndirect of secu registe live (5)	er the infor tly, any co urities in the red with the persons to ation for the	mmission e offering e SEC ar o be lister	or similar . If a persond/or with d are asso	remunera on to be lis a state or ciated per	ation for so sted is an states, list	olicitation (associate t the name	of purchased person of the broken	ers in con or agent of oker or de	nection w a broker aler. If mo	ly or ith sales or dealer re than		, ,
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V/A SUSINE	ss or Res	dence Ad	oress (NO	mper and	Street, Ci	ty, State,	ZIP Code)				· · · · · · · · · · · · · · · · · · ·	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
 Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [<] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. 		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt		\$ 0
Equity		\$10,000,000
[] Preferred		-
Convertible Securities (including warrants)	s 0	\$ 0
Partnership Interests		\$ 0
Other (Specify)		\$ 0
Total		\$10,000,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount
A considered towards are	Number Investors	of Purchases
Accredited Investors	$\frac{1}{0}$	\$10,000.000 \$ 0
Total (for filings under Rule 504 only)		\$0 \$N/A
Answer also in Appendix, Column 4, if filling under ULOE.	NA	. V
3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Time of Contribu	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505	N/A	. \$ <u>N/A</u>
Regulation A	N/A	. \$N/A
Rule 504	N/A N/A	. \$ <u>N/A</u> \$ N/A
Total		4
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[]	\$ N/A
Printing and Engraving Costs	[]	\$ N/A
Legal Fees		\$ <u>N/A</u>
Accounting Fees		\$N/A
Engineering Fees		\$N/A
Sales Commissions (specify finders' fees separately)	j j	\$ N/A
Other Expenses (Identify) Total		\$N/A \$N/A
(Udi		→ N/A